

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AeroFarms, Inc, *et al.*¹

Debtors.

Chapter 11

Case No. 23-10737 (MFW)

(Jointly Administered)

Re: D.I. No. 86, 131

**CERTIFICATION OF COUNSEL REGARDING MOTION OF DEBTORS FOR ENTRY
OF ORDERS (I)(A) APPROVING AND AUTHORIZING BIDDING PROCEDURES IN
CONNECTION WITH THE SALE OF SUBSTANTIALLY ALL ASSETS, (B)
AUTHORIZING PROCEDURES TO DESIGNATE STALKING HORSE BIDDER(S), (C)
APPROVING PROCEDURES RELATED TO ASSUMPTION AND ASSIGNMENT OF
CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES, AND (D)
APPROVING THE FORM AND MANNER OF NOTICE THEREOF, AND (II)(A)
APPROVING AND AUTHORIZING SALE OF SUBSTANTIALLY ALL OF THE
DEBTORS' ASSETS TO THE SUCCESSFUL BIDDER, (B) APPROVING ASSUMPTION
AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED
LEASES RELATED THERETO, AND (C) GRANTING RELATED RELIEF**

I, Stuart M. Brown, an attorney with DLA Piper LLP (US), as counsel to AeroFarms, Inc. (“AeroFarms”) and its debtor affiliates in the above-captioned chapter 11 cases (collectively, the “Debtors”), herby certify the following:

1. On June 28, 2023, the Debtors filed the *Motion of the Debtors for Entry of Orders (I)(A) Approving and Authorizing Bidding Procedures in Connection with the Sale of Substantially All Assets, (B) Authorizing Procedures to Designate Stalking Horse Bidder(s), (C) Approving Procedures Related to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Approving the Form and Manner of Notice Thereof, and (II)(A)*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if applicable, are as follows: AeroFarms, Inc (7162); Just Greens, LLC (7360); AeroFarms 8, LLC (6310); AeroFarms Ferry, LLC (7868); AeroFarms LLC (4512); AeroFarms International Holdings, LLC (9457); AeroFarms Danville, LLC (7947); AeroFarms Danville Real Estate, LLC (7757); AeroFarms Danville Leasing, LLC (6827); VEGS1 QALICB, LLC (0354); VEGS1 Leveraged Lender, LLC (0268); Oasis Development, LLC (1849); Pentos, LLC (5684); VEGS2 QALICB, LLC (8859); 212 Rome Fund Manager LLC (5237). The Debtors’ headquarters and the mailing address for the Debtors is 212 Rome Street, Newark, NJ 07105.

Approving and Authorizing Sale of Substantially All of the Debtors' Assets to the Successful Bidder, (B) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Related Relief [D.I. 86] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. On July 10, 2023, the Debtors filed a supplement to the Motion [D.I. 131] (the “Supplement”) with the Court.

3. On July 17, 2023, the Prepetition Secured Parties filed a limited objection to the Supplement [D.I. 148] (the “Limited Objection”) with the Court.

4. In addition to the Limited Objection, the Debtors received informal comments on the Motion and the Supplement and the proposed order from Doha Venture Capital (“DVC”).

5. The Debtors have revised the proposed form of order granting the relief requested in the Motion and Supplement (the “Revised Proposed Order”), which resolves the issues raised by the Prepetition Secured Parties and DVC. A copy of the Revised Proposed Order is attached hereto as **Exhibit A**. A redline comparing the original proposed order filed as an exhibit to the Supplement and the Revised Proposed Order, to which the parties have agreed, is attached hereto as **Exhibit B**.

6. The Office of the United States Trustee, and counsel for the Committee, DVC, Stalking Horse Bidder, DIP Lenders and the Prepetition Secured Parties have reviewed the Revised Proposed Order and do not object to its entry.

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WHEREFORE, the Debtors respectfully request that the Court enter the Revised Proposed Order, attached hereto as **Exhibit A**, at the earliest convenience of the Court.

Dated: July 19, 2023
Wilmington, Delaware

Respectfully submitted,

DLA PIPER LLP (US)

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